

KELLER BENVENUTTI KIM LLP

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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

Bankruptcy Case No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

- and -

(Lead Case)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

(Jointly Administered)

Debtors.

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric Company

☒ Affects both Debtors

**SUMMARY SHEET TO FOURTH INTERIM
(FEBRUARY 1, 2020 THROUGH JULY 1,
2020) AND FINAL FEE APPLICATION OF
KELLER BENVENUTTI KIM LLP FOR
ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT
OF EXPENSES**

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Date: TBD

Time: TBD

Place: United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

Judge: Hon. Dennis Montali

Objection Deadline: September 18, 2020

4:00 p.m. (Pacific Time)

GENERAL INFORMATION

Name of Applicant: Keller Benvenutti Kim LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Petition Date: January 29, 2019

Retention Date: April 9, 2019 *nunc pro tunc* to January 29, 2019

Prior Applications: First Interim Fee Application (Docket No. 3099)

Second Interim Fee Application (Docket No. 4714)

Third Interim Fee Application (Docket No. 6275)

SUMMARY OF FEES AND EXPENSES SOUGHT IN THIS INTERIM APPLICATION

Amount of Compensation Sought as Actual, Reasonable, and Necessary: **\$914,375**

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: **\$65,643.88**

Total Compensation and Expenses Requested for the Compensation Period: **\$980,018.88**

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Holdback Fees Requested
4/10/19 [Docket No. 1332]	1/29/19 – 2/28/19	\$401,910	\$13,631.54	\$321,528	\$13,631.54	\$80,382
5/8/19 [Docket No. 1933]	3/1/19 – 3/31/19	\$248,035	\$11,119.23	\$198,428	\$11,119.23	\$49,607
6/6/19 [Docket No. 2435]	4/1/19 – 4/30/19	\$271,250	\$2,705.34	\$217,000	\$2,705.34	\$54,250
7/8/19 [Docket No. 2894]	5/1/19 – 5/31/19	\$195,450	\$5,150.68	\$156,360	\$5,150.68	\$39,090
First Interim Fee Application [Docket No. 3099]		\$1,116,645	\$32,606.79	\$736,956	\$27,456.11	\$223,329
8/7/19 [Docket No. 3401]	6/1/19 – 6/30/19	\$154,765	\$31,394.43	\$123,812	\$31,394.43	\$30,953
9/18/19 [Docket No. 3927]	7/1/19 – 7/31/19	\$177,535	\$15,442.54	\$142,028	\$15,442.54	\$35,507
10/16/19 [Docket. No. 4215]	8/1/19 – 8/30/19	\$196,310	\$15,570.27	\$196,310	\$15,570.27	\$39,262
11/5/19 [Docket No. 4579]	9/1/19 – 9/30/19	\$158,620	\$4,047.98	\$158,620	\$4,047.98	\$31,724
Second Interim Fee Application [Docket No. 4714]		\$687,230	\$66,455.22	\$687,230	\$66,455.22	\$137,446
12/5/19 [Docket No. 4993]	10/1/19 – 10/31/19	\$137,912	\$8,639.73	\$137,912	\$8,639.73	\$34,478
1/17/20 [Docket No. 5407]	11/1/19 – 11/30/19	\$143,808	\$9,125.82	\$143,808	\$9,125.82	\$35,952

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Holdback Fees Requested
2/18/20 [Docket No. 5808]	12/1/19 – 12/31/19	\$154,640	\$7,397.49	\$154,640	\$7,397.49	\$38,660
3/2/20 [Docket No. 5997]	1/1/20 – 1/31/20	\$142,308	\$5,813.88	\$142,308	\$5,813.88	\$35,577
Third Interim Fee Application [Docket No. 6275]		\$723,335	\$30,976.92	\$723,335	\$30,976.92	\$144,667
04/23/20 [Docket No. 6902]	2/1/20 – 2/28/20	\$145,724	\$6,915.81	\$145,724	\$6,915.81	\$36,431
5/28/20 [Docket No. 7625]	3/1/20 – 3/31/20	\$148,696	\$18,043.10	\$148,696	\$18,043.10	\$37,174
6/22/20 [Docket No. 8061]	4/01/20 – 4/30/20	\$100,988	\$14,400.46	\$100,988	\$14,400.46	\$25,247
7/08/20 [Docket No. 8338]	5/01/20 – 5/31/20	\$153,352	\$5,700.51	\$153,352	\$5,700.51	\$38,338
8/21/20 [Docket No. 8829] ¹	6/01/20 – 7/01/20	\$182,740	\$20,584	\$0	\$0	\$45,685
		\$731,500	\$65,643.88	\$548,760	\$45,059.88	\$182,875

Summary of Any Objections to Monthly Fee Statements: None.

Compensation and Expenses Sought in this Interim Application Not Yet Paid: \$182,875²

¹ The objection deadline for the Firm's June 1 – July 1 fee statement is September 11, 2020 at 4:00 p.m. Pacific Time. Assuming no objections are received, once the objection deadline lapses, the Firm will file its Certificate of No Objection and submit the Certificate of No Objection to the Debtors for payment of 80% of the fees sought and 100% of the expenses.

² Assumes payment of the Firm's June 1 – July 1 fees and payment of the amounts held back under the First, Second and Third Interim Applications pursuant to the *Order Granting Interim Fee Applications of Keller Benvenuti Kim LLP for Allowance and Payment of Compensation and Reimbursement of Expenses (January 20, 2019 Through January 31, 2020)* [Docket No. 8824] (the "**Interim Fee Order**") prior to the hearing hereon.

**COMPENSATION BY PROFESSIONAL
FEBRUARY 1, 2020 THROUGH JULY 1, 2020**

The attorneys and paraprofessionals who rendered legal services in these Chapter 11 Cases during the Interim Fee Period are:

NAME OF PROFESSIONAL:	POSITION	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Tobias S. Keller	Partner	1990	850	48.6	\$41,310
Peter J. Benvenutti	Partner	1974	850	498.9	\$424,065
Jane Kim	Partner	2003*	700	143.2	\$100,240
David A. Taylor	Partner	2006	600	32.7	\$19,620
Keith A. McDaniels	Of Counsel	1997	650	16.4	\$10,660
Dara L. Silveira	Associate	2010	450	191.3	\$86,085
Thomas B. Rupp	Associate	2011	450	420.7	\$189,315
Hadley Roberts-Donnelly	Paralegal Trainee	N/A	150	287.2	\$43,080
Total Professionals:				1,639	\$914,375

* Member of the California Bar since 2014

PROFESSIONALS	BLENDED RATE (rounded to nearest dollar)	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	805	739.8	\$595,895
Associates	450	612	\$275,400
Blended Attorney Rate	645	1,351.8	\$871,295
Paraprofessionals	150	287.2	\$43,080
Total Fees Incurred	558	1,639	\$914,375

COMPENSATION BY PROFESSIONAL
FINAL FEE PERIOD

The attorneys and paraprofessionals who rendered legal services in these Chapter 11 Cases from January 29, 2019 through July 1, 2020 (the “**Final Fee Period**”) are:

NAME OF PROFESSIONAL:	POSITION	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Tobias S. Keller	Partner	1990	800	448.4	\$356,160
Tobias S. Keller	Partner	1990	850 ³	48.6	\$41,310
Peter J. Benvenutti	Partner	1974	800	946.8	\$757,440
Peter J. Benvenutti	Partner	1974	850	498.9	\$424,065
Jane Kim	Partner	2003*	650	790.7	\$508,430
Jane Kim	Partner	2003	700	143.2	\$100,240
David A. Taylor	Partner	2006	600	32.7	\$19,620
Berry Spears	Of Counsel	1982**	800	2.5	\$2,000
Keith A. McDaniels	Of Counsel	1997	600	205.7	\$123,030
Keith A. McDaniels	Of Counsel	1997	650	16.4	\$10,660
Dara L. Silveira	Associate	2010	400	611.6	\$244,640
Dara L. Silveira	Associate	2010	450	191.3	\$86,085
Thomas B. Rupp	Associate	2011	400	985.3	\$394,120
Thomas B. Rupp	Associate	2011	450	420.7	\$189,315
Stacey Osborne	Paralegal	N/A	225	122.6	\$27,585
Hadley Roberts-Donnelly	Paralegal Trainee	N/A	150	444.6	\$66,690
Jacob Bodden	Paralegal Trainee	N/A	150	601.3	\$90,195
Total Professionals:				6,511.3	\$3,441,585

* Member of the California Bar since 2014

** Member of the Texas Bar.

³ Effective, February 1, 2020, the Firm raised its rates for attorneys [Docket No. 5224].

PROFESSIONALS	BLENDED RATE (rounded to nearest dollar)	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	748	3,133.9	\$2,342,955
Associates	414	2,208.9	\$914,160
Blended Attorney Rate	610	5,342.80	\$3,257,115
Paraprofessionals	158	1,168.5	\$184,470
Total Fees Incurred	529	6,511.3	\$3,441,585

**COMPENSATION BY WORK TASK CODE
FEBRUARY 1, 2020 THROUGH JULY 1, 2020**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
002	Omnibus & Miscellaneous Court Appearances	235.7	\$93,640
004	General Case Administration	180.1	\$45,465
005	Automatic Stay Proceedings	191	\$146,255
006	Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries	9.3	\$6,120
007	Professional Retention and Compensation – Keller Benvenuti Kim	56.2	\$25,285
008	Professional Retention and Compensation – Other Professionals	141.4	\$52,655
009	Financing and Cash Collateral	7.2	\$4,840
012	Tort Committees – Communication & Negotiation	.6	\$450
014	Employee Matters	1.4	\$855
015	Supplier Issues	4.1	\$1,970
016	General Asset Analysis and Recovery	6	\$4,780
017	Sale or Use of Property – Motions	13.8	\$6,735
018	Executory Contract Issues	43.2	\$25,845
019	Tax Issues	.1	\$45
020	Regulatory Issues	4	\$2,120
021	Plan – Advice, Strategy and Negotiation	4.2	\$3,305
022	Plan Disclosure Statements – Preparation of Documents	84.4	\$48,410
023	Plan Confirmation	108.7	\$71,140
026	Wildfire Litigation	9.4	\$4,430
027	Claims Review	11.9	\$7,905
028	Claim Disputes and Resolution	388.2	\$277,400
032	USDC Probation Compliance and Monitoring	16.4	\$10,660
036	Miscellaneous Litigation Issues and Advice	85	\$55,950
037	Appeals	36.7	\$18,115
TOTAL		1,639	\$914,375

COMPENSATION BY WORK TASK CODE
FINAL FEE PERIOD

TASK CODE	DESCRIPTION	HOURS	AMOUNT
001	First Day Administration Motions	156.6	\$90,687.50
002	Omnibus & Miscellaneous Court Appearances	877.3	\$316,800
003	Legal Research	13.1	\$5,355
004	General Case Administration	1,043	\$328,817.5
005	Automatic Stay Proceedings	1,012.7	\$683,450
006	Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries	75.6	\$51,085
007	Professional Retention and Compensation – Keller Benvenuti Kim	276.3	\$136,395
008	Professional Retention and Compensation – Other Professionals	440.8	\$207,040
009	Financing and Cash Collateral	35.3	\$22,045
011	Creditors Committee – Communication & Negotiation	10.1	\$6,625
012	Tort Committees – Communication & Negotiation	30.9	\$23,045
013	U.S. Trustee – Communication & Negotiation	5.2	\$3,395
014	Employee Matters	99.3	\$61,295
015	Supplier Issues	113.1	\$60,590
016	General Asset Analysis and Recovery	10.7	\$8,405
017	Sale or Use of Property – Motions	41.4	\$23,030
018	Executory Contract Issues	194.9	\$109,265
019	Tax Issues	8.4	\$4,095
020	Regulatory Issues	9.6	\$6,160
021	Plan – Advice, Strategy and Negotiation	122.3	\$85,985
022	Plan Disclosure Statements – Preparation of Documents	176.4	\$100,175
023	Plan Confirmation	108.7	\$71,140
024	Plan Implementation and Transition	3.4	\$2,615
025	FERC Adversary Proceeding	161.5	\$105,300
026	Wildfire Litigation	118.8	\$68,780
027	Claims Review	91	\$56,155
028	Claim Disputes and Resolution	561.8	\$380,810
030	Non-Working Travel	24.7	\$8,475
032	USDC Probation Compliance and Monitoring	227.6	\$139,015
033	Equity Committee	.7	\$560
034	Third Party Injunction Action (PERA)	95.7	\$58,445
035	Government Relations and Communications	11.5	\$9,200
036	Miscellaneous Litigation Issues and Advice	292.6	\$175,755

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TASK CODE	DESCRIPTION	HOURS	AMOUNT
037	Appeals	60.3	\$31,595
TOTAL		6,511.3	\$3,441,585

EXPENSE SUMMARY
FEBRUARY 1, 2020 THROUGH JULY 1, 2020

EXPENSES	AMOUNTS
Computerized Research	\$0
Meals	\$58.12
Travel	\$0
Transportation	\$104.34
Duplicating	\$17,433.01
Transcription Services	\$20,659.26
Telephone Conferencing	\$133.60
Messenger	\$2,398.85
Filing Fees	\$106.70
Litigation Support Vendors (PG&E Billing Software)	\$24,750
Total Expenses Requested:	\$65,643.88

EXPENSE SUMMARY
FINAL FEE PERIOD

EXPENSES	AMOUNTS
Computerized Research	\$0
Meals	\$324.04
Travel	\$1,657.32
Transportation	\$755.11
Duplicating	\$91,240.24
Transcription Services	\$55,143.31
Telephone Conferencing	\$603.60
Messenger	\$10,466.49
Filing Fees	\$9,492.70
Litigation Support Vendors (PG&E Billing Software)	\$26,000
Total Expenses Requested:	\$195,682.81

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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**FOURTH INTERIM (FEBRUARY 1, 2020
THROUGH JULY 1, 2020) AND FINAL FEE
APPLICATION OF KELLER BENVENUTTI
KIM LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

Date: TBD

Time: TBD

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Judge: Hon. Dennis Montali

Objection Deadline: September 18, 2020

4:00 p.m. (Pacific Time)

Keller Benvenutti Kim LLP (“**KBK**” or the “**Firm**”), co-counsel for PG&E Corporation and Pacific Gas and Electric Company as debtors in possession and reorganized debtors (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits its Fourth Interim Fee

1 Application (the “**Interim Application**”) for allowance and payment of compensation for professional
2 services rendered and for reimbursement of actual and necessary expenses incurred for the period
3 commencing February 1, 2020, through July 1, 2020 (the “**Interim Fee Period**”) and its Final Fee
4 Application (the “**Final Application**,” and, together with the Interim Application, the “**Application**”) for
5 allowance and payment of compensation for professional services rendered and for reimbursement
6 of actual and necessary expenses incurred for the period commencing January 29, 2019, through
7 July 1, 2020 (the “**Final Fee Period**”), both pursuant to the *Order Pursuant to 11 U.S.C §§ 331 and*
8 *105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation*
9 *and Reimbursement of Expenses of Professionals*, entered on February 27, 2019 [Docket No. 701] (the
10 “**Interim Compensation Procedures Order**”), sections 330 and 331 of title 11 of the United States
11 Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the
12 “**Bankruptcy Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professionals*
13 *and Trustees* (the “**Northern District Guidelines**”), the *United States Trustee Guidelines for*
14 *Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §*
15 *330* (the “**UST Guidelines**”), the Fee Examiner Protocol [Docket No. 4473], and the Local Bankruptcy
16 Rules for the Northern District of California.

17 The Application is based upon the points and authorities cited herein, the Certification of
18 Tobias S. Keller filed concurrently herewith, the exhibits attached hereto and thereto, the pleadings,
19 papers, and records on file in this case, and any evidence or argument that the Court may entertain at
20 the time of the hearing on the Application.

21 CASE BACKGROUND AND STATUS

22 A. The Debtors’ Bankruptcy Proceedings

23 The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on
24 January 29, 2019 (the “**Petition Date**”). The Debtors operated their businesses and managed their
25 properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No
26 trustee or examiner was appointed. A description of the Debtors’ business, capital structure, and the
27

1 circumstances leading to the filing of these Chapter 11 Cases is set forth in the *Amended Declaration*
2 *of Jason P. Wells in Support of First Day Motions and Related Relief* [Docket No. 263].

3 On February 12, 2019, the Office of the United States Trustee for the Northern District of
4 California (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors in the
5 Debtors’ cases (the “**Creditors’ Committee**”). On February 15, 2019, the U.S. Trustee appointed an
6 Official Committee of Tort Claimants (the “**TCC**”). On May 29, 2019, upon the request of the U.S.
7 Trustee, the Court appointed Professor Bruce A. Markell as the fee examiner in these Chapter 11 Cases
8 (the “**Fee Examiner**”).

9 By Order dated June 20, 2020 [Docket No. 8053], the Bankruptcy Court confirmed the
10 *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020*
11 (as may be further modified, amended or supplemented from time to time, and together with any
12 exhibits or scheduled thereto, the “**Plan**”). The Effective Date of the Plan occurred on July 1, 2020
13 (the “**Effective Date**”). See Docket No. 8252.

14 **B. The Debtors’ Retention of KBK**

15 On April 10, 2019, the Court entered the *Order Authorizing Debtors Pursuant to 11 U.S.C.*
16 *§ 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 to Retain and Employ Keller & Benvenuti LLP Nunc*
17 *Pro Tunc to the Petition Date* [Docket No. 1306] (the “**Retention Order**”).

18 The Retention Order authorizes the Debtors to compensate and reimburse the Firm pursuant to
19 the Bankruptcy Code, the Bankruptcy Rules, the Northern District Guidelines, and the Interim
20 Compensation Order. Subject to the Firm’s application to the Court, the Debtors also are authorized
21 by the Retention Order to compensate KBK at the Firm’s standard hourly rates for services performed
22 and to reimburse it for actual and necessary expenses incurred. The Retention Order authorizes KBK
23 to provide the following services to the Debtors:

- 24 • Appear in Court on behalf of the Debtors;
- 25 • Provide legal advice regarding the Debtors’ rights and obligations as debtors in possession
26 and regarding local rules, practices, and procedures;

- Act to protect and preserve the Debtors' estates through the prosecution of actions on the Debtors' behalf, defense of actions commenced against the Debtors, negotiation of disputes in which the Debtors are involved, and preparation of objections to claims filed against the Debtors' estates;
- Prepare on behalf of the Debtors any necessary applications, motions, answers, orders, reports, and other legal papers;
- Provide traditional services of local co-counsel including, without limitation: monitoring the docket for filings and coordinating with co-counsel in pending matters that need response; preparing agenda letters, certificates of no objection, certifications of counsel, and notices of fee applications and hearings; preparing hearing binders of documents and pleadings; and preparing documents and pleadings for hearings;
- Handle inquiries and calls from creditors and counsel to interested parties regarding pending matters and the general status of the Chapter 11 Cases and, to the extent required, coordinate with co-counsel on any necessary responses;
- Act as primary counsel in the event that debtor's lead bankruptcy counsel has a disabling conflict, believes it would be more efficient, or otherwise desires the Firm to act in such capacity in discrete matters; and
- Provide additional support to the Debtors and to co-counsel, as requested.

C. Professional Compensation and Reimbursement of Expenses Requested

By this Interim Application, the Firm seeks interim allowance of compensation in the amount of \$914,375 and actual and necessary expenses in the amount of \$65,643.88, for a total allowance of \$980,018.88, and payment of \$182,875 (20% of the allowed fees)⁴ for the Interim Fee Period.

All services for which KBK requests compensation were performed for or on behalf of the

⁴ Assumes payment of the Firm's June 1 – July 1 fees in the ordinary course and payment of the amounts held back under the First, Second and Third Interim Applications pursuant to the Interim Fee Order prior to the hearing hereon.

1 Debtors. KBK has received no payment and no promises for payment from any source other than the
2 Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the
3 matters covered by this Application.

4 There is no agreement or understanding between KBK and any other person other than the
5 partners of KBK for the sharing of compensation to be received for services rendered in these cases.
6 As of the Petition Date, the Firm had a remaining credit balance in favor of the Debtors for
7 professional services performed and to be performed, and expenses incurred and to be incurred, in
8 connection with these Chapter 11 Cases in the amount of \$111,105.20. In connection with these
9 Chapter 11 Cases, as of this date KBK has been paid \$2,254,666 in fees and reimbursed \$156,736.76
10 in expenses. As of the date of the Interim Application, the Firm has been paid \$548,760 in fees and
11 reimbursed \$45,059.88 in expenses during the Interim Fee Period. These amounts have been paid
12 pursuant to the Interim Compensation Order. On August 20, 2020, the Court entered the *Order*
13 *Granting Interim Fee Applications of Keller Benvenuti Kim LLP for Allowance and Payment of*
14 *Compensation and Reimbursement of Expenses (January 20, 2019 Through January 31, 2020)* [Docket
15 No. 8824] (the “**Interim Fee Order**”), which allowed the First, Second, and Third Interim Fee
16 Applications subject to a total \$82,500 reduction agreed to with the Fee Examiner.

17 The Firm has billed the Debtors in these Chapter 11 Cases in accordance with its existing
18 billing rates and procedures in effect during the Interim Fee Period and the Final Fee Period. These
19 rates are the same rates KBK charges for services rendered by its attorneys and paraprofessionals in
20 comparable matters, and are reasonable given the compensation charged by comparably skilled
21 practitioners in similar matters in both the California and national markets. The Summary Sheet filed
22 herewith contains tables listing the KBK attorneys and paraprofessionals who have performed services
23 for the Debtors during the Interim Fee Period and the Final Fee Period, including their job titles, hourly
24 rates, aggregate number of hours worked in this matter, and, for attorneys, the year in which each
25 professional was licensed to practice law. The Summary Sheet also contains a table summarizing the
26 hours worked by the Firm’s attorneys and paraprofessionals broken down by project billing code.

1 KBK maintains computerized time records, which have been filed on the docket with the Firm's
2 monthly fee statements and furnished to the Debtors, counsel for the Creditors' Committee, the TCC,
3 the U.S. Trustee, and the Fee Examiner in the format specified by the Interim Compensation Order.

4 **D. Budget and Budget-to-Actual Performance**

5 For the periods ending February 28, 2020, March 31, 2020, April 30, 2020, May 31, 2020, and
6 July 1, 2020, KBK provided budget estimates to the Debtors. The Firm's actual fees during these
7 periods were usually under the predicted amount except in June, when the Firm's fees (including one
8 day in July) were less than \$5,000 over the budgeted monthly estimate.

9 **JURISDICTION**

10 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. sections 157 and 1334.
11 This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper before this Court
12 pursuant to 28 U.S.C. sections 1408 and 1409.

13 **PROJECT BILLING AND NARRATIVE STATEMENT OF SERVICES RENDERED**

14 During the Interim Fee Period, KBK professionals expended 1,639 hours on behalf of the
15 Debtors. Of this, 739.8 hours were expended by partners and of counsel, 612 by associates, and 287.2
16 by paraprofessionals. KBK's attorneys bill at hourly rates ranging from \$450 to \$850, for a blended
17 attorney rate of \$645 during the Interim Fee Period.

18 In accordance with the Interim Compensation Procedures Order, the Northern District
19 Guidelines, and the Local Rules, the Firm has classified services performed into the twenty-four
20 specific categories set forth below. KBK has attempted to place the services provided in the category
21 that best relates to such services; because certain services may relate to one or more categories,
22 however, services pertaining to one category may in fact be included in another category.

23 **A. Omnibus & Miscellaneous Court Appearances**

24 KBK attorneys represented the Debtors at the omnibus hearings on February 4, 2020,
25 February 11, 2020, February 26, 2020, March 10, 2020, March 16, 2020, March 25, 2020, April 7,
26 2020, April 14, 2020, May 12, 2020, May 15, 2020, June 4, 2020, and June 24, 2020. KBK attorneys
27

1 also spent significant time representing the Debtors at the pre-confirmation scheduling conference held
2 on May 22, 2020 and at the confirmation hearing held from May 27, 2020 through June 19, 2020.

3 The Firm prepared the agendas for each of these hearings, as well as for several hearings that
4 later were cancelled, which included extensive conferences both internally and with the Debtors' other
5 professionals. The Firm's paraprofessionals also developed binders for use by the Debtors' other
6 professionals at the hearings.

7 Total Hours: 235.7 Total Fees: \$93,640

8 **B. General Case Administration**

9 The Firm's role as the Debtors' local counsel necessitates it taking on a proportionately larger
10 share of the administrative workflow necessary to keep these Chapter 11 Cases running smoothly. To
11 that end, during the Interim Fee Period, KBK professionals:

- 12 • Assisted the Debtors and their advisors with *pro hac vice* applications, ECF notices, and
13 ordering hearing transcripts;
- 14 • Tracked pending motions and papers and reviewed the case docket;
- 15 • Drafted and uploaded orders following hearings;
- 16 • Electronically filed documents on behalf of the Debtors' other professionals;
- 17 • Communicated frequently with the Debtors' other professionals regarding work in process,
18 including participating in weekly calls with the Debtors' other professionals discussing the
19 status of upcoming motions and plans for upcoming hearings;
- 20 • Prepared hearing notices;
- 21 • Communicated with Court staff regarding hearing and filing logistics;
- 22 • Coordinated with the Debtors' other professionals, including PrimeClerk, to handle service
23 of court documents.

24 Total Hours: 180.1 Total Fees: \$45,465

25 **C. Automatic Stay Proceedings**

26 During the Interim Period, KBK advised the Debtors with respect to automatic stay issues
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relating to, among others: (1) Gary George Beyrouti and Daryl J. Spreiter; (2) the City of Richmond; (3) Tiger Natural Gas, Inc.; (4) JH Kelly, LLC and AECOM Technical Services, Inc.; (5) the *Mendoza v. City of San Jose* litigation; (6) Imerys Filtration Minerals, Inc.; (7) Baywood Village HOA; (8) Dan Clarke and the San Francisco Herring Association; (9) City of Morro Bay; (10) Lilia Leeson; (11) Kayla Ruhnke and E.R., a minor; (12) Adam Cronin; (13) Laurie Deuschel; (14) South San Joaquin Irrigation District; (15) Michael Marroquin; (16) FFE Transport; (17) Sarah Pazdan; (18) 26 Hinkley Claimants; (19) Richard Troche, Robert Rigley, Steve Frediani, and Michael Dion; (20) Gloria Ruckman, Robert Ruckman, a minor, by and through his guardian ad litem Robert Ruckman, Robert Ruckman, Amalia Leal, and Gilardo Leal; (21) Ravin Skondin and Daniel Franklin; (22) the Cities of Arcata, Blue Lake, Chico, Cupertino, Dinuba, Monterey, Orange Cove, Oroville, Pacific Grove, Sacramento, Salinas, San Leandro, Sanger, Santa Cruz, Sunnyvale, Vallejo, Woodlake, and the County of Sacramento; and (23) Dwayne Little. The Firm advised the Debtors on these matters regarding strategy, coordinated with the Debtors' other professionals, drafted stipulations, and prepared filings.

Total Hours: 191

Total Fees: \$146,255

D. Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries

During the Interim Fee Period, the Firm advised the Debtors with respect to their monthly operating reports and amended schedules. KBK attorneys also responded to various inquiries from the Debtors' creditors regarding ballots for voting on the Plan.

Total Hours: 9.3

Total Fees: \$6,120

E. Professional Retention and Compensation – Keller Benvenuti Kim

During the Interim Fee Period, KBK prepared monthly fee statements [Docket Nos. 6902, 7625, 8061, 8338, and 8829] as well as the *Third Interim Fee Application of Keller Benvenuti Kim LLP for Allowance and Payment of Compensation and Reimbursement of Expenses (October 1, 2019*

1 *Through January 31, 2020*) [Docket No. 6275]. The Firm's professionals also corresponded with the
2 Fee Examiner and his counsel regarding the Firm's fee statements and time entries.

3 Total Hours: 56.2 Total Fees: \$25,285

4 **F. Professional Retention and Compensation – Other Professionals**

5 During the Interim Fee Period, KBK, among other things: (1) consulted with and filed fee
6 statements for the Debtors' other retained professionals; (2) advised the Debtors' other professionals
7 regarding local practice with respect to fees and reimbursable expenses; and (3) conferred with the
8 Debtors' other professionals regarding negotiations with the Fee Examiner.

9 Total Hours: 141.4 Total Fees: \$52,655

10 **G. Financing and Cash Collateral**

11 The Firm assisted the Debtors' other professionals with issues surrounding financing,
12 especially exit financing. KBK attorneys assisted the Debtors' other professionals with the negotiation
13 and drafting of the motion to approve the Debtors' entry into and performance under equity backstop
14 commitment letters and debt financing commitment letters [Docket No. 6013] as well as issues relating
15 to sealing these documents.

16 Total Hours: 7.2 Total Fees: \$4,840

17 **H. Tort Committees – Communication and Negotiations**

18 During the Interim Fee Period, KBK attorneys attended to matters relating to the
19 TCC's discovery requests and discovery disputes arising therefrom and the composition of the TCC.

20 Total Hours: .60 Total Fees: \$450

21 **I. Employee Matters**

22 During the Interim Fee Period, KBK assisted the Debtors' other professionals on issues relating
23 to the 2020 Employee Compensation Motion [Docket No. 6088].

24 Total Hours: 1.4 Total Fees: \$855

1 **J. Supplier Issues**

2 The Firm communicated directly with the Debtors' various suppliers or their counsel and
3 advised the Debtors and the Debtors' other professionals regarding suppliers' potential prepetition
4 claims. One KBK attorney spent time during the Interim Fee Period working on a payment agreement
5 and related lien releases with Tulsa Inspection Resources.

6 Total Hours: 4.1 Total Fees: \$1,970

7 **K. General Asset Analysis and Recovery**

8 This billing code relates to work performed by KBK attorneys with respect to a variety of asset
9 recovery issues, including potential real estate transactions, including property sale negotiations, and
10 the tolling of the statute of limitations for retained causes of action.

11 Total Hours: 6.0 Total Fees: \$4,780

12 **L. Sale or Use of Property – Motions**

13 During the Interim Fee Period, the Firm assisted the Debtors' other professionals with the
14 *Motion Confirming Relief Granted Under Final Order Pursuant to 11 U.S.C. §§ 105(a), 362(d),*
15 *363(b), 363(c), and 364 and Fed. R. Bankr. P. 4001, 6003, and 6004 (I) Authorizing Debtors to (A)*
16 *Maintain Insurance Policies, Workers' Compensation Program, and Surety Bond Program and (B)*
17 *Pay All Obligations with Respect Thereto and (II) Granting Relief from the Automatic Stay with*
18 *Respect to Workers' Compensation Claims [Docket No. 5640] and the Motion of the Debtors Pursuant*
19 *to 11 U.S.C. §§ 363 and 105(a) for an Order Authorizing the Utility to (I) Enter into Lease and*
20 *Purchase Option Agreement for Oakland Headquarters and (II) Granting Related Relief*
21 *[Docket No. 7852].*

22 Total Hours: 13.80 Total Fees: \$6,735

23 **M. Executory Contract Issues**

24 During the Interim Fee Period, KBK advised the Debtors in connection with various matters
25 relating to the treatment of executory contracts and unexpired leases. Among other things, KBK:
26 (1) advised the Debtors and the Debtors' other professionals regarding the potential modification,
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1 rejection, or assumption of certain contracts and leases, including issues relating to curing prepetition
2 defaults and (2) communicated with contract counterparties to address certain disputes and inquiries,
3 including with respect to the potential modification or rejection of their contracts.

4 Total Hours: 43.2 Total Fees: \$25,845

5 **N. Tax Issues**

6 During the Interim Fee Period, one KBK attorney communicated with the Kings County
7 Treasurer's Office regarding payment of postpetition taxes.

8 Total Hours: 0.10 Total Fees: \$450

9 **O. Regulatory Issues**

10 During the Interim Fee Period, KBK attorneys advised the Debtors and the Debtors' other
11 professionals with respect to financial reporting regarding insurance coverage issues, especially related
12 to the Ghost Ship fire; and assisted the Debtors' other professionals with the motion to approve de
13 minimis settlements with consumers to resolve CPUC proceedings [Docket No. 7761].

14 Total Hours: 4.0 Total Fees: \$2,120

15 **P. Plan – Advice, Strategy, and Negotiation**

16 This billing code includes work related to the Firm's high-level discussions with the Debtors
17 and the Debtors' other professionals regarding negotiations of various provisions of the Plan, as well as
18 issues relating to pass-through of certain claims, issues relating to distributions under the Plan, and
19 collateral issues with the TCC and creditor inquiries.

20 Total Hours: 4.2 Total Fees: \$3,305

21 **Q. Plan and Disclosure Statements – Preparation of Documents**

22 This billing code relates to work performed on the Plan. During the Interim Fee Period, KBK
23 attorneys reviewed and commented on numerous drafts of the Plan and Disclosure Statement. The
24 Firm also advised the Debtors and assisted the Debtors' other professionals with negotiating, drafting,
25 and finalizing the following: (1) the motion to extend the exclusive solicitation period [Docket No.
26 5938]; (2) the Disclosure Statement Notice [Docket No. 6354] and Disclosure Statement Order

[Docket No. 6340]; (3) the Confirmation Order [Docket No. 8053]; (4) the *Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief* [Docket No. 6398]; (5) ten supplements to the Plan Supplement; and (6) issues relating to the Registration Rights Agreement. The Firm also assisted with negotiations with various parties in interest regarding drafts of the same, as well as regarding motions pursuant to Federal Rule of Bankruptcy Procedure 3018, issues relating to funding of the Plan and equity backstop agreements.

Total Hours: 84.4 Total Fees: \$48,410

R. Plan Confirmation

This billing code relates to work done by KBK in connection with confirmation of the Plan, including drafting the confirmation brief, reviewing, analyzing, and responding to confirmation objections—including filing stipulations resolving them, the protocol for the confirmation hearing, and preparation for the confirmation hearing, including coordination of witnesses, exhibits, and demonstratives.

Total Hours: 108.7 Total Fees: \$71,140

S. Wildfire Litigation

Work in this billing category relates to litigation arising from the 2017 and 2018 Northern California wildfires. Most of the work performed by the Firm during the Interim Fee Period relates to the Court's withdrawal of the reference regarding wildfire claims estimation [Docket No. 3648] and the estimation proceeding in front of the Honorable James Donato in the United States District Court for the Northern District of California, Case No. 19-05257. During the Interim Fee Period, KBK

attorneys also assisted the Debtors' other professionals with issues surrounding objections to the Debtors' prepetition settlement with the Butte County District Attorney's Office.

Total Hours: 9.4

Total Fees: \$4,430

T. Claims Review

During the Interim Fee Period, the Firm worked with the Debtors' other professionals regarding a work plan for claims objections. KBK attorneys also advised the Debtors and the Debtors' other professionals regarding extensions of time to file rescission and damage claims as well as motions and stipulations to allow late claims.

Total Hours: 11.9

Total Fees: \$7,905

U. Claim Disputes and Resolution

This billing code relates to work regarding claims asserted under section 503(b)(9), reclamation claims, settlement of de minimis claims, and negotiated allowance of claims. During the Interim Fee Period, the Firm's attorneys spent significant time regarding: (1) good faith settlements under California Civil Code section 877.6; (2) the Rule 7023 motion filed by PERA; (3) negotiating and reporting settlements pursuant to the de minimis settlement procedures order [Docket No. 3576]; (4) drafting a master settlement agreement for third party and legal claims; (5) stipulations to allow late claims; (6) assisting the Debtors and the Debtors' other professionals with negotiating and memorializing settlements with individual claimants; (7) drafting the motion for omnibus claims objection procedures [Docket No. 7758] and its supporting documents; (8) conferring with the Debtors' other professionals regarding discovery protocols for objecting to noteholder claims; (9) post-petition interest rates; (10) settlement agreement template with respect to employee claims; (11) motion to compromise claims with government agencies; (12) negotiations surrounding settlement of section 503(b)(9) claims; (13) coordination regarding settlements with claim transferees; (14) issues relating to mechanics' lien releases; (15) potential ADR process with respect to claim settlement; and

(16) the first and second set of omnibus claims objections [Docket Nos. 7550 and 7553], including responding to claimants whose claims were listed for expungement.

Total Hours: 388.2 Total Fees: \$277,400

V. USDC Probation Compliance and Monitoring

This billing code relates to monitoring work performed by the Firm with respect to the criminal case against the Debtors pending in the District Court. KBK monitored the proceedings in the District Court to ensure preparedness should there be any impact on the smooth administration of these Chapter 11 Cases, including attending hearings and reviewing pleadings, and advised the Debtors regarding the same.

Total Hours: 16.4 Total Fees: \$10,660

W. Miscellaneous Litigation Issues and Advice

The Firm has endeavored to create separate billing codes for larger litigation matters. However, this category serves as a catch-all for smaller litigation and discovery matters. During the Interim Fee Period, KBK assisted the Debtors and the Debtors' other professionals with logistical matters relating to court appearances, e-filing notices, and setting the omnibus hearing agendas on litigation issues. This billing code also has been applied to work performed with respect to the following: (1) Adversary Proceeding No. 19-03061, *Gantner v. PG&E Corporation*; (2) Adversary Proceeding No. 19-03049, *Winding Creek Solar LLC v. Pacific Gas and Electric Company*; (3) discovery disputes with the TCC, including motions for protective orders and motions to compel; and (4) negotiations and stipulations regarding removal of Adversary Proceeding No. 19-03008, *JH Kelly, LLC v. AECOM Technical Services, Inc.* to the United States Bankruptcy Court for the Eastern District of California.

Total Hours: 85 Total Fees: \$55,950

X. Appeals

During the Interim Fee Period, the Firm worked on matters related to appeals with respect to: (1) Adversary Proceeding No. 19-03061, *Gantner v. PG&E Corporation*; (2) Adversary Proceeding

1 No. 19-03049, *Winding Creek Solar LLC v. Pacific Gas and Electric Company*; (3) Adversary
2 Proceeding No. 19-03006, PG&E Corporation, Pacific Gas and Electric Company v. Public Employees
3 Retirement Association of New Mexico, et al.; (4) the *Order on Applicability of Inverse*
4 *Condemnation; Rule 54(b) Certification* [Docket No. 4949]; and (5) the *Memorandum Decision*
5 *Regarding Postpetition Interest* [Docket No. 5226] and the *Interlocutory Order Regarding Postpetition*
6 *Interest* [Docket No. 5669].

7 Total Hours: 36.7 Total Fees: \$18,115

8 **EXPENSE SUMMARY**
9 **FEBRUARY 1, 2020 THROUGH JULY 1, 2020**

10 As is its typical practice in chapter 11 cases, the Firm advanced costs on behalf of the Debtors
11 in connection with the discharge of the duties described in the Interim Application. During the Interim
12 Fee Period, KBK incurred a total of \$65,643.88 in expenses. These expenses, which include
13 reproduction of hearing binders and ordering hearing transcripts, are reasonable and necessary to the
14 smooth administration of these Chapter 11 Cases. Receipts for all significant expenses have been
15 provided to the Debtors and the Fee Examiner.

16 **LEGAL BASIS FOR INTERIM AND FINAL COMPENSATION**

17 The professional services for which KBK requests interim and final allowance of compensation
18 and reimbursement of expenses were rendered and incurred in connection with this case in the
19 discharge of KBK's professional responsibilities as attorneys for the Debtors in these Chapter 11
20 Cases. KBK's services have been necessary and beneficial to the Debtors and their estates, creditors,
21 and other parties in interest.

22 In accordance with the factors enumerated in section 330 of the Bankruptcy Code, KBK
23 respectfully submits that the amount requested by KBK is fair and reasonable given the complexity of
24 these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of
25 such services, and the costs of comparable services other than in a case under the Bankruptcy Code.
26 Moreover, KBK has reviewed the requirements of the Interim Compensation Procedures Order, the
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1 Northern District Guidelines, and the UST Guidelines and believes that this application complies with
2 all of them except as specifically noted herein.

3 **AVAILABLE FUNDS**

4 The Firm understands that the Debtors' estate has sufficient funds available to pay the fees and
5 costs sought herein.

6 **NOTICE**

7 Notice of the Application has been provided to parties in interest in accordance with the
8 procedures set forth in the Interim Compensation Order. KBK submits that, in view of the facts and
9 circumstances of these Chapter 11 Cases, such notice is sufficient and no other or further notice need
10 be provided.

11 **CONCLUSION**

12 KBK respectfully requests an interim allowance to KBK for compensation in the amount of
13 \$914,375 and actual and necessary expenses in the amount of \$65,643.88, for a total allowance of
14 \$980,018.88, and an authorization for payment of \$182,875 (20% of the allowed fees); and a final
15 allowance to KBK for compensation in the amount of \$3,441,585 and actual and necessary expenses in
16 the amount of \$195,682.81, for a total allowance of \$3,637,267.81, and for such other and further relief
17 as this Court deems proper.

18 Dated: August 28, 2020

Respectfully submitted,

19 KELLER BENVENUTTI KIM LLP

20 By: /s/ Tobias S. Keller
21 Tobias S. Keller

22 *Attorneys for Debtors and Reorganized Debtors*
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25
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27
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